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**ATTORNEYS FOR MARLA REYNOLDS, TRUSTEE
OF THE SUPERIOR CREDITOR'S TRUST**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE: §
§ Case No. 08-36705-BJH-11
SUPERIOR AIR PARTS, INC. §
§
DEBTOR-IN POSSESSION. §

**THIRD OMNIBUS OBJECTION TO CLAIMS
(NO LIABILITY- OPEN PURCHASE ORDER CLAIMS ASSUMED UNDER PLAN)**

TO THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN
RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES
BANKRUPTCY COURT AT 1254 EARLE CABELL FEDERAL BLDG
AND UNITED STATES COURTHOUSE, 1100 COMMERCE STREET
DALLAS, TX 75242, BEFORE THE DATE WHICH IS TWENTY (20)
DAYS FROM THE DATE OF SERVICE HEREOF.**

**ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE
CLERK, AND A COPY MUST BE SERVED UPON COUNSEL FOR THE
MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH
HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD
WITH NOTICE ONLY TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR OBJECTION IS TIMELY
REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE
UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING
THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.**

Marla Reynolds, in her capacity as Trustee of the Superior Creditor's Trust (the "Trustee") files this her Third Omnibus Objection to Claims (No Liability- Open Purchase Order Claims Assumed Under Plan) (the "Objection") and respectfully represents as follows:

Jurisdiction and Venue

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On December 31, 2008 (the "Petition Date"), Superior Air Parts, Inc. (the "Debtor" or "Superior") commenced this case by the filing of a voluntary petition under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court").

3. The deadline for filing claims was February 17, 2009 (the "Bar Date").

4. On or about August 27, 2009, the Bankruptcy Court entered an order confirming the Third Amended Plan of Reorganization (the "Plan") jointly proposed by Superior and the Official Committee of Unsecured Creditors (the "Committee"). The Plan became effective on September 28, 2009 (the "Effective Date").

5. Pursuant to the Plan, on the Effective Date, all of the Trust Assets¹ vested in the Superior Creditors Trust (the "Trust"). Marla Reynolds was appointed as Trustee of the Trust. The Trustee has authority to file objections to Claims.

¹ All capitalized terms not defined herein shall have the meaning ascribed to such term in the Plan.

Objection

6. The Trustee has reviewed and analyzed the claims filed against Superior and after reasonable investigation and due diligence, has determined that certain of those claims are defective.

7. Each of the Claims set forth on Exhibit A attached hereto constitutes an Executory Purchase Order that was assumed by the Reorganized Debtor pursuant to Section 7.2 of the Plan (each an “Assumed Purchase Order Claim”). The Trustee asserts that the Trust is not liable for any of the Assumed Purchase Order Claims and such should therefore be disallowed in their entirety. Exhibit A identifies each objectionable claim by (a) the official proof of claim number; (b) the name of the claimant; (c) the proof of claim amount; (d) the proposed allowed amount of the claims;² and (e) any applicable additional comments.

Reservation of Rights

8. The relief requested is without prejudice to any claims or causes of action belonging to the Trustee, nor does it constitute a waiver of any claims or causes of action belonging to the Trustee. Additionally, the Trustee expressly reserves the right to further amend or supplement this Objection to assert additional bases for objecting to the Assumed Purchase Order Claims on any other ground.

Prayer

WHEREFORE, the Trustee respectfully requests that the Court enter an order (a) sustaining the Trustee’s objections to the Assumed Purchase Order Claims identified on Exhibit A; (b) allowing or disallowing the Assumed Purchase Order Claims as proposed on Exhibit A; (c) expunging the official claims register in this bankruptcy cases of all Assumed Purchase Order

² To the extent a portion of the respective claim includes amounts for goods actually provided to the Debtor, the Trustee proposes to allow said claim for that amount.

Claims that this Court disallows pursuant to this Objection and (d) granting the Trustee any and all other relief, at law or in equity, to which the Trustee may be justly entitled.

Dated: November 20, 2009
Dallas, Texas

Respectfully submitted,

BAKER & MCKENZIE LLP

By: /s/ Elliot D. Schuler
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**ATTORNEYS FOR MARLA REYNOLDS,
TRUSTEE OF THE SUPERIOR
CREDITOR'S TRUST**

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that a true and correct copy of the foregoing Objection was served on November 20, 2009 upon the persons and entities identified on the attached list and upon the following:

Saturn Fasteners, Inc.
425 S. Varney St
Burbank, CA 91502

The Bland Co.
c/o Bonee Weintraub LLC
29 South Main St., Ste. 330
West Hartford, CT 06107

N.E.W. Industries, Inc.
Attn: Don Warnke
905 S. Neenah Ave.
Sturgeon Bay, WI 54235

V & L Tool, Inc.
2021 Macarthur Road
Waukesha, WI 53188

Gates Corporation
1551 Wewatta St.
Denver, CO 80202

Gerhardt Gear
133 E. Santa Anita
Burbank, CA 91502

Corley Gasket Co.
P.O. Box 271124
Dallas, TX 75227

Law Offices of Hagen & Hagen
Attn: Janet Stranahan
FBO: Gerhardt Gear
4559 San Blas Ave.
Woodland Hills, CA 91364

Mary Frances Durham
Office of the United States Trustee
1100 Commerce Street, Room 976
Dallas, TX 75242

Ohio Gaslet & Shim Co., Inc.
976 Evans Ave.
Akron, OH 44305

/s/ Elliot D. Schuler
Elliot D. Schuler